

Electronically Recorded

Tarrant County Texas

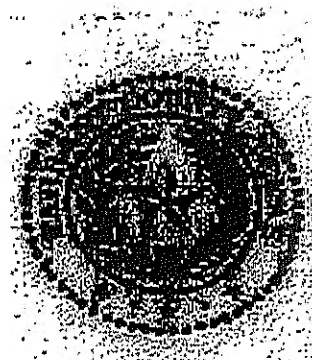
Official Public Records

11/19/2010 8:42 AM

D210287339

Suzanne Henderson

PGS 4 \$28.00



CHESAPEAKE ENERGY CORP.
ATTN: RECORDING TEAM
P.O. BOX 18496
OKLAHOMA CITY, OK 73154

Submitter: CHESAPEAKE OPERATING, INC

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY

WARNING – THIS IS PART OF THE OFFICIAL RECORD

ELECTRONICALLY RECORDED
BY ERXCHANGE

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT AND EXTENSION OF OIL, GAS AND MINERAL LEASE

STATE OF TEXAS

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KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

§

WHEREAS, John Thornhill and wife, Janet Thornhill, whose address is 512 Ferris Ave. Waxahachie, Tx 75165 ("Lessor") executed that certain Oil, Gas and Mineral Lease dated November 5th 2007, but effective November 5th 2007 unto November 5th 2010, which is recorded in document number D207401790, of the Official Records of Tarrant County, Texas, covering lands more specifically described therein (the "Lease"); and,

WHEREAS, Total E&P USA, Inc. acquired an undivided 25% of Chesapeake Exploration, L.L.C.'s working interest in the aforementioned Lease and both desires to amend the Lease as follows.

WHEREAS, Lessor and Lessee now desire to amend the Lease and extend the primary term of the Lease by an additional six (6) months as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend the Lease to read as follows:

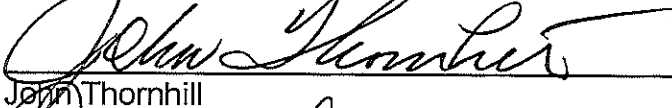
"The primary term shall extend to May 5th, 2011, and for as long thereafter as oil, gas or other minerals covered hereby are producing in paying quantities from the leased premises, or from land pooled therewith, or the Lease is otherwise maintained in effect pursuant to the provisions hereof."

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease. For adequate consideration, Lessor does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor does hereby lease, let, and demise to Lessee the lands covered by the Lease, pursuant to the terms and provisions of the Lease, as of the Effective Date set forth herein.

The terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 26 day of OCTOBER, 2010, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor herein.

LESSOR:

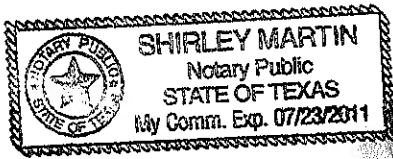

John Thornhill


Janet Thornhill

ACKNOWLEDGEMENT

THE STATE OF TEXAS §
 §
 COUNTY OF TARRANT §

This instrument was acknowledged before me on this the 26 day of October, 2010, by John Thornhill and wife, Janet Thornhill.



Shirley Martin
 Notary Public, State of Texas

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.,
 an Oklahoma limited liability company

By: [Signature]
 Henry J. Hood, Senior Vice President
 Land and Legal & General Counsel *DD DRP*
 ES
 cm

LESSEE:

TOTAL E&P USA, INC.,
 a Delaware corporation

By: [Signature]
 Eric Bonnin
 Title: Vice President, Business Development & Strategy *MB*

ACKNOWLEDGMENTS

STATE OF _____ §
 §
 COUNTY OF _____ §

The foregoing instrument was acknowledged before me, on this 26 day of _____, 2010 by _____, on behalf of said _____.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the day and year last above written.

Notary Public in and for the State of _____.

Signature of Notary: _____

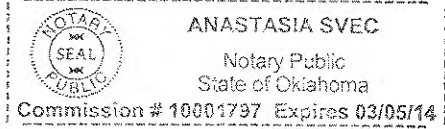
 (Print Name of Notary Here)

SEAL:

My Commission Expires: _____

STATE OF OKLAHOMA §
 §
 COUNTY OF OKLAHOMA §

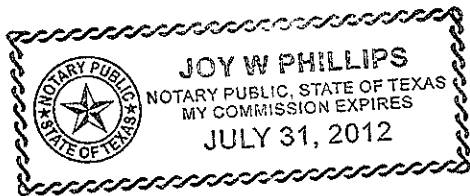
This instrument was acknowledged before me on this 2nd day of November, 2010, by Henry J. Hood, as Senior Vice President – Land & Legal and General Counsel of Chesapeake Operating, Inc., general partner of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said limited liability company.



Anastasia Svec
 Notary Public, State of OKLAHOMA
 Printed Name: Anastasia Svec
 My commission expires: 3/5/14

STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

The foregoing instrument was acknowledged before me this 15th day of November, 2010, by Eric Bonnin as Vice President, Business Development & Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and on behalf of such corporation.



Joy W Phillips
 Notary Public in and for the State of Texas